BOARD

Point Foundation Board of Trustees

Minutes of a Special Meeting

September 30, 1996

The meeting of the Board of Trustees was called to order by President Ty Cashman at 6:45 p.m.. Monday, September 30, 1996 at the offices of Bertrand, Fox and Elliott in San Francisco.

Present from the Board: Ty Cashman, Greg Fox, Mayumi Oda, Wade Rose, Michael Stone.

Also present: Eric Douglas, David Katz.

Approval of Minutes. The minutes of the September 23, 1996 meeting were amended to delete the names of potential board members discussed at the meeting. Ty moved, Greg seconded that the September 17, 1996 minutes be approved as distributed and the September 23, 1996 minutes be approved as amended. The motion was passed unanimously.

Discussion with Eric Douglas. The board discussed Point's situation and strategic options with Eric Douglas, partner and senior associate at BMR Associates. Eric suggested that in the next 30 days Point should pull together the best thinkers it knows for a two-day meeting aimed at reaching a consensus about future directions. He recommended a mix of people including both those with print expertise and those representing other settings such as universities, television, and the Internet. He noted that the best model would involve people staying at one place for two days. Participants should be chosen very carefully. Eric graciously offered to attend or to facilitate such a meeting. The board agreed to pursue this idea. David will talk to Eric about his schedule. Board members will get names of possible participants to Mike.

Board Membership. Wade moved, Mike seconded, that David Katz be elected to the Point board. The motion was approved by a vote of 4-0, with one abstention.

David accepted the election, and joined the board for the remainder of the meeting.

Personnel. The board discussed contract obligations to former WER staff members. Ty noted the Ruth Kissane had put enormous time and heart into WER, and hoped that she could be appropriately compensated. He expressed his personal willingness to contribute funds to be earmarked for back staff

salaries. Wade moved, Greg seconded that David and Mayumi meet with Ruth and that they be authorized to offer her up to $5,000, as well as the Apple PowerBook computer she has been using, as a complete and final settlement of obligations owed her on her employment contract. The motion was passed unanimously. Greg will draw up documents once a settlement is reached.

Mayumi was excused at this point. A quorum still being present, the board continued meeting.

Cadmus (Byrd Press). Ty reported on his conversations with Cadmus and their response to his offer to them. Greg moved, David seconded, that David be authorized by the board to negotiate a payment of up to $10,000 for full and final release of Point's obligations to Cadmus. The motion was passed unanimously.

Joel Solomon / B.C. Loan. Ty was asked to report to the British Columbia lenders, via Joel Solomon. Ty agreed to thank Joel for his letter, and to provide updates on finances and board development. He will report receipt of the Sacharuna. He will also respectfully request that the lender agree to an amendment of the loan agreement waiving the requirement that 25% of new grants be applied to loan payments, on the grounds that this requirement makes Point ineligible to apply for some grants and makes the securing of other grants extremely difficult.

Board Membership. Wade moved, Ty seconded, that Peter Warshall be elected to the board. The motion was passed by a 3-1 vote, with one abstention. The board agreed that Point should pay expenses if necessary to get Peter to a meeting as soon as possible. Ty will contact Peter to inform him of his election and discuss his availability for a meeting the week of October 6. He will also get a report from Peter about his work to date on a possible next issue.

Remaindered MWECs. Mike circulated a letter from Harper San Francisco informing Point of Harper's decision to allow The Millennium Whole Earth Catalog to go out of print and offering Point the opportunity to purchase copies on hand before they are remaindered. The board instructed Mike to explore Harper's willingness to sell Point the copies at a lower cost than the one proposed.

Fund-Raising Campaign. Ty reminded the board that it had agreed to continue fund-raising activities, including going back to major donors, continuing discussions with the Foundation for Deep Ecology, and approaching the Marin Community Foundation. The board agreed to take up this matter at its next meeting.

Next Regular Meeting. The board agreed to meet again as soon as a time can be found to include all members, including Peter. Members will get to Mike with their available dates. Three items are now set for the agenda:

1. Dates, format and participants for the retreat proposed by Eric Douglas. Each board member was asked to suggest three or four potential participants.

2. Setting the terms for a decision to (a) dissolve; (b) sell/merge; (c) move forward as Point.

3. Keeping fund-raising going while moving toward a decision.

The meeting was adjourned at 10:00 p.m.

Respectfully submitted,

Michael K. Stone
Secretary